

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
WHITING PETROLEUM CORPORATION,)	Case No. 20-32021 (DRJ)
<i>et al.</i> , ¹)	
)	
Debtors.)	(Jointly Administered)
)	

**DEBTORS' APPLICATION TO
EMPLOY AND RETAIN ALVAREZ & MARSAL
NORTH AMERICA, LLC AS FINANCIAL ADVISORS
PURSUANT TO SECTIONS 327(a) AND 328 OF THE BANKRUPTCY CODE**

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN 21 DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”)² respectfully state the following in support of this motion:

- ¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, are: Whiting Canadian Holding Company Unlimited Liability Corporation (3662); Whiting Petroleum Corporation (8515); Whiting US Holding Company (2900); Whiting Oil and Gas Corporation (8829); and Whiting Resources Corporation (1218). The location of the debtors’ service address is: 1700 Lincoln Street, Suite 4700, Denver, Colorado 80203.
- ² A detailed description of the Debtors and their businesses, and the facts and circumstances supporting this application the Debtors’ chapter 11 cases, are set forth in the *Declaration of Jeffrey S. Stein, Chief Restructuring Officer of Whiting Petroleum Corporation., in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 23] and the *Declaration of Correne S. Loeffler, Chief Financial Officer of Whiting Petroleum Corporation and Whiting Oil and Gas Corporation, in Support of the Debtors’ First Day Motions* [Docket No. 33] (the “First Day Declarations”).

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto (the “Order”): (a) authorizing the Debtors to employ and retain Alvarez & Marsal North America, LLC, together with employees of its affiliates (all of which are wholly owned by its parent company and employees), its wholly owned subsidiaries, and independent contractors (collectively, “A&M”) as their financial advisors, pursuant to sections 327(a) and 328 of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, to perform the services set forth more fully herein, effective as of the Petition Date (as hereinafter defined); and (b) granting related relief.

Jurisdiction and Venue

2. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b). The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 327(a), 328, and 330 of title 11 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and rules 2014-1 and 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”).

Background

5. Whiting Petroleum Corporation (“WLL”) and its Debtor affiliates are an independent exploration and production company with an oil focused asset base. The Debtors’ primary production and development activities are located in North Dakota and the Rocky Mountain region, with additional oil and gas properties located in Texas. The Debtors’ assets predominately are mature properties with stable, high-quality, oil-weighted production. Headquartered in Denver, Colorado, the Debtors have approximately 500 employees. The Debtors’ operating revenue for the twelve-month period that ended December 31, 2019 was approximately \$1.6 billion, and, as of the Petition Date, the Debtors have approximately \$3.4 billion in total funded debt obligations.

6. On April 1, 2020 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On April 1, 2020, the Court entered an order [Docket No. 15] authorizing procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). On April 10, 2020, the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”) [Docket No. 127].

Relief Requested

7. In consideration of the size and complexity of their businesses, as well as the exigencies of the circumstances, the Debtors have determined that the services of experienced financial advisors will substantially enhance their attempts to maximize the value of their estates. A&M is well qualified to provide these services in light of their extensive knowledge and expertise with respect to chapter 11 proceedings.

8. A&M specializes in interim management, crisis management, turnaround consulting, operational due diligence, creditor advisory services, and financial and operational restructuring. A&M's debtor advisory services have included a wide range of activities targeted at stabilizing and improving a company's financial position, including developing or validating forecasts, business plans and related assessments of a business's strategic position; monitoring and managing cash, cash flow and supplier relationships; assessing and recommending cost reduction strategies; and designing and negotiating financial restructuring packages.

9. Since its inception in 1983, A&M has been a global provider of turnaround advisory services to companies in crisis or those in need of performance improvement in specific financial and operational areas. A&M has been retained as restructuring or financial advisor in numerous recent chapter 11 cases, including *In re Sanchez Energy Corporation*, No. 19-34508 (MI) (Bankr. S.D. Tex. Aug. 11, 2019); *In re Legacy Reserves Inc.*, No. 19-33395 (MI) (Bankr. S.D. Tex. June 19, 2019); *In re Jones Energy, Inc.*, No. 19-32112 (DRJ) (Bankr. S.D. Tex. May 6, 2019); *In re Parker Drilling Company*, No. 18-36958 (MI) (Bankr. S.D. Tex. Jan. 15, 2019); *In re iHeart Media, Inc.*, No. 18-31274 (MI) (Bankr. S.D. Tex. Apr. 12, 2018); *In re EXCO Resources, Inc.*, No. 18-30155 (MI) (Bankr. S.D. Tex. Jan. 15, 2018); *In re Expro Holdings US, Inc.*, No. 17-60179 (DRJ) (Bankr. S.D. Tex. Dec. 18, 2017); *In re Seadrill Ltd.*, No. 17-60079 (DJR) (Bankr. S.D. Tex. Sept. 12, 2017); *In re Ameriforge Grp. Inc.*, No. 17-32660 (DRJ) (Bankr. S.D. Tex. June 9, 2017); *In re Forbes Energy Services Ltd.*, No. 17-20023 (DRJ) (Bankr. S.D. Tex. Jan. 22, 2017); *In re SandRidge Energy, Inc.*, No. 16-32488 (DRJ) (Bankr. S.D. Tex. June 23, 2016); *In re Southcross Holdings, LP*, No. 16-20111 (MI) (Bankr. S.D. Tex. May 6, 2016); *In re Key Energy Services, Inc.*, No. 16-12306 (BLS) (Bankr. D. Del. Oc. 24, 2016); *In re Halcón Resources Corporation*, No. 16-11724 (BLS) (Bankr. D. Del. July 28, 2016); *In re Seventy Seven Finance*,

Inc., No. 16-11409 (LSS) (Bankr. D. Del. June 7, 2016); *In re Penn Virginia Corp.*, No. 16-32395 (LSS) (Bankr. E.D. Va. May 12, 2016); *In re Swift Energy Co.*, No. 15-12670 (Bankr. D. Del. Dec. 31, 2015); *In re Magnum Hunter Resources Corp.*, No. 15-12533 (KG) (Bankr. D. Del. Dec. 2, 2015); *In re Offshore Group Investment Ltd.*, No. 15-12422 (Bankr. D. Del. Dec. 2, 2015); *In re Samson Res. Corp.*, No. 15-11934 (CSS) (Bankr. D. Del. Sept. 16, 2015); and *In re Hercules Offshore, Inc.*, No. 15-11685 (Bankr. D. Del. Aug. 13, 2015). In addition, A&M is familiar with the Debtors' businesses, financial affairs, and capital structure. Since the firm's initial engagement on March 20, 2020, the A&M personnel providing services to the Debtors (the "A&M Professionals") have worked closely with the Debtors' management and other professionals in assisting with the myriad requirements of these chapter 11 cases. Consequently, the Debtors believe that A&M has developed significant relevant experience and expertise regarding the Debtors and the unique circumstances of this case. For these reasons, A&M is both well qualified and uniquely suited to deal effectively and efficiently with matters that may arise in the context of these cases. Accordingly, the Debtors submit that the retention of A&M on the terms and conditions set forth herein is necessary and appropriate, is in the best interests of the Debtors' estates, creditors, and all other parties in interest, and should be granted in all respects.

Scope of Services

10. The Debtors' prepetition engagement letter (the "Engagement Letter") with A&M is attached hereto as Exhibit 1 to the Order, the terms of which shall govern the Debtors' retention of A&M except as explicitly set forth herein or in any order granting this Application.

11. It is our understanding that the Debtors have retained Moelis & Company ("Moelis") to act as its investment banker. A&M will work closely with Moelis to prevent any duplication of efforts in the course of advising the Debtors.

12. Among other things, A&M will provide assistance to the Debtors with respect to management of the overall restructuring process, the development of ongoing business and financial plans and supporting restructuring negotiations among the debtors, their advisors and their creditors with respect to an overall exit strategy for their chapter 11 cases.

13. A&M will provide such restructuring support services as A&M and the Debtors shall deem appropriate and feasible in order to manage and advise the Debtors in the course of these chapter 11 cases, including, but not limited to:

- (a) assistance to the Debtors in the preparation of financial-related disclosures required by the Court, including the Debtors' Schedules of Assets and Liabilities, Statements of Financial Affairs and Monthly Operating Reports;
- (b) assistance with the identification and implementation of short-term cash management procedures;
- (c) assistance with the identification of executory contracts and leases and performance of cost/benefit evaluations with respect to the affirmation or rejection of each;
- (d) assistance to Debtors' management team and counsel focused on the coordination of resources related to the ongoing reorganization effort;
- (e) assistance in the preparation of financial information for distribution to creditors and others, including, but not limited to, cash flow projections and budgets, cash receipts and disbursement analysis, analysis of various asset and liability accounts, and analysis of proposed transactions for which Court approval is sought;
- (f) attendance at meetings and assistance in discussions with potential investors, banks, and other secured lenders, any official committee(s) appointed in these chapter 11 cases, the United States Trustee, other parties in interest and professionals hired by same, as requested;
- (g) analysis of creditor claims by type, entity, and individual claim, including assistance with development of databases, as necessary, to track such claims;
- (h) assistance in the preparation of information and analysis necessary for the confirmation of a plan of reorganization in these chapter 11 cases, including information contained in the disclosure statement;
- (i) assistance in the evaluation and analysis of avoidance actions, including fraudulent conveyances and preferential transfers;

- (j) assistance in the analysis / preparation of information necessary to assess the tax attributes related to the confirmation of a plan of reorganization in these Chapter 11 Cases, including the development of the related tax consequences contained in the disclosure statement;
- (k) advisory services with respect to accounting and tax matters, along with expert witness testimony on case related issues as required by the Debtors;
- (l) Assist management in identifying potential additional opportunities to reduce costs and implementing its cost reduction and operational improvement initiatives; and
- (m) rendering such other general business consulting or such other assistance as Debtors' management or counsel may deem necessary consistent with the role of a financial advisor to the extent that it would not be duplicative of services provided by other professionals in this proceeding.

A&M's Disinterestedness

14. To the best of the Debtors' knowledge, information, and belief, other than as set forth in the Declaration of Marc Liebman (the "Liebman Declaration"), annexed hereto as **Exhibit A**, A&M: (i) has no connection with the Debtors, their creditors, other parties in interest, or the attorneys or accountants of any of the foregoing, or United States Trustee for the Southern District of Texas (the "U.S. Trustee") or any person employed by the U.S. Trustee; (ii) does not hold any interest adverse to the Debtors' estates; and (iii) believes it is a "disinterested person" as defined by section 101(14) of the Bankruptcy Code.

15. Accordingly, the Debtors believe that A&M is "disinterested" as such term is defined in section 101(14) of the Bankruptcy Code.

16. In addition, as set forth in the Liebman Declaration, if any new material facts or relationships are discovered or arise, A&M will provide the Court with a supplemental declaration.

Terms of Retention

17. Subject to approval by the Court, the Debtors propose to employ and retain A&M to serve as the Debtors' financial advisors on the terms and conditions set forth in the Engagement Letter.

18. In accordance with the terms of the Engagement Letter, A&M will be paid by the Company for the services of the A&M Professionals at their customary hourly billing rates which shall be subject to the following ranges:

Restructuring	
Managing Director	\$900-1,150
Director	\$700-875
Analyst/Associate	\$400-675
Case Management	
Managing Director	\$850-1,000
Director	\$675-825
Analyst/Associate	\$400-625

19. Such rates and ranges shall be subject to adjustment annually at such time as A&M adjusts its rates generally.

20. In addition, A&M will be reimbursed for the reasonable out-of-pocket expenses of the A&M Professionals incurred in connection with this assignment, such as travel, lodging, third

party duplications, messenger and telephone charges. In addition, A&M shall be reimbursed for the reasonable fees and expenses of its counsel incurred in connection with the preparation and approval of this Application. All fees and expenses due to A&M will be billed in accordance with any interim compensation orders entered by this Court, and the relevant sections of the Bankruptcy Code, Bankruptcy Rules and local rules of this Court.

21. As a material part of the consideration for which the A&M Professionals have agreed to provide the services described herein, the Debtors have agreed to the indemnification provisions in paragraph 10 of the Engagement Letter.

Fees

22. The Debtors understand that A&M intends to apply to the Court for allowance of compensation and reimbursement of expenses for its financial advisory services in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, corresponding Local Rules, orders of this Court and guidelines established by the U.S. Trustee.

23. A&M received \$500,000 as a retainer in connection with preparing for and conducting the filing of these Chapter 11 cases, as described in the engagement Letter. In the 90 days prior to the Petition Date, A&M received retainers and payments totaling \$1,781,142.50 in the aggregate for services performed for the Debtors. A&M has applied these funds to amounts due for services rendered and expenses incurred prior to the Petition Date. A precise disclosure of the amounts or credits held, if any, as of the Petition Date will be provided in A&M's first interim fee application for postpetition services and expenses to be rendered or incurred for or on behalf of the Debtors. The unapplied residual retainer, which is estimated to total approximately \$500,000, will not be segregated by A&M in a separate account, and will be held until the end of these Chapter 11 cases and applied to A&M's finally approved fees in these proceedings.

24. Given the numerous issues that the A&M may be required to address in the performance of their services, A&M's commitment to the variable level of time and effort necessary to address all such issues as they arise, and the market prices for such services for engagements of this nature in an out-of-court context, as well as in chapter 11, the Debtors submit that the fee arrangements set forth herein are reasonable under the standards set forth in section 328(a) of the Bankruptcy Code.

Supporting Authority

25. The Debtors submit that the retention of A&M under the terms described herein is appropriate under sections 327(a), 328, and 1107(b) of the Bankruptcy Code. Section 327(a) of the Bankruptcy Code empowers the trustee, with the Court's approval, to employ professionals "that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee's duties under this title." 11 U.S.C. § 327(a). Section 101(14) of the Bankruptcy Code defines a "disinterested person" as a person that:

- a. is not a creditor, an equity security holder, or an insider;
- b. is not and was not, within 2 years before the date of the filing of the petition, a director, officer, or employee of the debtor; and
- c. does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reason.

11 U.S.C. § 101(14).

26. Further, section 1107(b) of the Bankruptcy Code provides that "a person is not disqualified for employment under section 327 of this title by a debtor in possession solely because of such person's employment by or representation of the debtor before the commencement of the

case.” 11 U.S.C. § 1107(b). A&M’s prepetition relationship with Debtors is therefore not an impediment to A&M’s retention as Debtors’ postpetition financial advisor.

27. Section 328(a) of the Bankruptcy Code authorizes the employment of a professional person “on any reasonable terms and conditions of employment, including on a retainer” 11 U.S.C. § 328(a). Debtors submit that the terms and conditions of A&M’s retention as described herein, including the proposed compensation and indemnification terms, are reasonable and in keeping with the terms and conditions typical for engagements of this size and character. Since Debtors will require substantial assistance with the reorganization process, it is reasonable for Debtors to seek to employ and retain A&M to serve as its financial advisor on the terms and conditions set forth herein.

Reservation of Rights

28. Nothing contained herein or any actions taken pursuant to such relief requested is intended or shall be construed as: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors’ or any other party in interest’s right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this motion or any order granting the relief requested by this motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors’ estates; (g) a waiver or limitation of the Debtors’, or any other party in interest’s, rights under the Bankruptcy Code or any other applicable law; or (h) a

concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in this motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens. If the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' or any other party in interest's rights to subsequently dispute such claim.

Notice

29. The Debtors will provide notice of this motion to the following parties or their counsel: (a) the U.S. Trustee; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) the administrative agent under the Debtors' prepetition revolving credit facility; (d) the lenders under the Debtors' prepetition revolving credit facility; (e) the indenture trustee for the Debtors' unsecured notes; (f) the ad hoc group of senior noteholders; (g) the Committee; (h) the United States Attorney's Office for the Southern District of Texas; (i) the Internal Revenue Service; (j) the United States Securities and Exchange Commission; (k) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (l) the state attorneys general for states in which the Debtors conduct business; and (m) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

30. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein and granting such other relief as is just and proper.

Dated: April 16, 2020
Houston, Texas

/s/ Correne Loeffler
Correne Loeffler
Chief Financial Officer
Whiting Petroleum Corporation

Certificate of Service

I certify that on April 16, 2020 I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh

EXHIBIT A

Liebman Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
WHITING PETROLEUM CORPORATION,)	Case No. 20-32021 (DRJ)
<i>et al.</i> , ¹)	
)	(Jointly Administered)
Debtors.)	
)	Re: Docket No. ____

**DECLARATION OF MARC LIEBMAN IN
SUPPORT OF DEBTORS' APPLICATION TO
EMPLOY AND RETAIN ALVAREZ & MARSAL NORTH AMERICA,
LLC AS RESTRUCTURING ADVISORS PURSUANT TO SECTIONS
327(A) AND 328 OF THE BANKRUPTCY CODE EFFECTIVE AS OF APRIL 1, 2020**

I, Marc Liebman, being duly sworn, hereby states as follows:

1. I am a Managing Director with Alvarez & Marsal North America, LLC (together with employees of its affiliates (all of which are wholly-owned by its parent company and employees), its wholly owned subsidiaries, and independent contractors, "A&M"), a restructuring advisory services firm with numerous offices throughout the country. I submit this declaration on behalf of A&M in support of the *Debtors' Application to Employ and Retain Alvarez & Marsal North America, LLC as Restructuring Advisors to Debtors And Debtors in Possession Pursuant to Sections 327(a) and 328 of the Bankruptcy Code Effective as of April 1, 2020* (the "Application") on the terms and conditions set forth in the Application and the engagement letter between Debtors

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Whiting Canadian Holding Company Unlimited Liability Corporation (3662); Whiting Petroleum Corporation (8515); Whiting US Holding Company (2900); Whiting Oil and Gas Corporation (8829); and Whiting Resources Corporation (1218). The location of the debtors' service address is: 1700 Lincoln Street, Suite 4700, Denver, Colorado 80203.

and A&M attached as Exhibit 1 to the application. Except as otherwise noted,² I have personal knowledge of the matters set forth herein.

Disinterestedness and Eligibility

2. A&M together with its professional service provider affiliates (the “Firm”) utilize certain procedures (“Firm Procedures”) to determine the Firm’s relationships, if any, to parties that may have a connection to a client debtor. In implementing the Firm Procedures, the following actions were taken to identify parties that may have connections to the Debtors, and the Firm’s relationship with such parties:

- a. A&M requested and obtained from the Debtors extensive lists of interested parties and significant creditors (the “Potential Parties in Interest”).³ The list of Potential Parties in Interest that A&M reviewed is annexed hereto as **Schedule 1**. The Potential Parties in Interest reviewed include, among others, the Debtors, prepetition lenders, officers, directors, the fifty (50) largest unsecured creditors of the Debtors (on a consolidated basis), significant customers and suppliers, parties holding ownership interests in the Debtors, certain professionals, significant counterparties to material agreements and significant litigation claimants..
- b. A&M then compared the names of each of the Potential Parties in Interest to the names in its master electronic database of the Firm’s current and recent clients (the “Client Database”). The Client Database generally includes the name of each client of the Firm, the name of each party who is or was known to be adverse to the client of the Firm in connection with the matter in which the Firm is representing such client, the name of each party that has, or had, a substantial role with regard to the subject matter of the Firm’s retention, and the names of the Firm professionals who are, or were, primarily responsible for matters for such clients.

2 Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at A&M and are based on information provided by them.

3 The list of Potential Parties in Interest is expected to be updated during these cases. A&M continues to review the relationships its attorneys may have with potentially interested parties and to determine whether any relationships other than those set forth herein exist. As may be necessary, A&M will supplement this declaration if it becomes aware of a relationship that may adversely affect A&M’s retention in these cases or discovers additional parties in interest through the filing of statements of financial affairs or statements under Rule 2019. A&M will update this disclosure if it is advised of any trading of claims against or interests in the Debtors that may relate to A&M’s retention or otherwise requires such disclosure.

- c. An email was issued to all Firm professionals requesting disclosure of information regarding: (i) any known personal connections between the respondent and/or the Firm on the one hand, and certain significant Potential Parties in Interest or the Debtors, on the other hand,⁴ (ii) any known connections or representation by the respondent and/or the Firm of any of those Potential Parties in Interest in matters relating to the Debtors; and (iii) any other conflict or reason why A&M may be unable to represent the Debtors.
- d. Known connections between former or recent clients of the Firm and the Potential Parties in Interest were compiled for purposes of preparing this declaration. These connections are listed in **Schedule 2** annexed hereto.

3. As a result of the Firm Procedures, I have thus far ascertained that, except as may be set forth herein, upon information and belief, if retained, A&M:

- a. is not a creditor of the Debtors (including by reason of unpaid fees for prepetition services), an equity security holder of the Debtors (except certain Firm employees may own de minimis amounts representing not more than 0.01% of the equity interests in the related entity, or an “insider” of the Debtors, as that term is defined in section 101(31) of the Bankruptcy Code;
- b. is not, and has not been, within 2 years before the date of the filing of the petition, a director, officer, or employee of the Debtors; and
- c. does not have an interest materially adverse to the interests of the Debtors’ estates, or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

4. As can be expected with respect to any international professional services firm such as A&M, the Firm provides services to many clients with interests in the Debtors’ chapter 11 cases.

4 In reviewing its records and the relationships of its professionals, A&M did not seek information as to whether any A&M professional or member of his/her immediate family: (a) indirectly owns, through a public mutual fund or through partnerships in which certain A&M professionals have invested but as to which such professionals have no control over or knowledge of investment decisions, securities of the Debtors or any other party in interest; or (b) has engaged in any ordinary course consumer transaction with any party in interest. If any such relationship does exist, I do not believe it would impact A&M’s disinterestedness or otherwise give rise to a finding that A&M holds or represents an interest adverse to the Debtors’ estates. It is also noted that in the course of our review it came to A&M’s attention that A&M personnel hold de minimis investments, representing not more than 0.01% of the equity interests in the related entity, in various parties in interest, including but not limited to Bank of America, N.A., BP Energy Company, JPMorgan Chase Bank, N.A., and Verizon Business.

To the best of my knowledge, except as indicated below, the Firm's services for such clients do not relate to the Debtors' chapter 11 cases.

5. In addition to the relationships disclosed on Schedule 2, I note that:

(a) Prior to the Petition Date, A&M's affiliate, Alvarez & Marsal Valuation Services, LLC, ("A&M VS") provided valuation services to the Debtors pursuant to a separate engagement agreement between the Debtors and A&M VS. A&M, A&M VS and the Debtors have agreed that from and after the Petition Date, during the terms of these chapter 11 cases, such valuation services will be provided by A&M utilizing A&M VS personnel under the terms of the Engagement Letter and not pursuant to such other agreement.

(b) A&M previously provided financial advisory services to Potential Parties in Interest, Key Energy Services, LLC (completed in March 2020), Parker Drilling Company (completed in 2019) and Global Geophysical Services, Inc. (completed in 2017) in connection with their respective chapter 11 cases. In those matters, the Debtors are listed as customers. To the best of my knowledge, A&M did not have material dealings with, or directly related to, the Debtors in those engagements.

(c) A&M's affiliate was engaged to provide pre-litigation consulting and support services to Slawson Exploration in a matter adverse to Whiting Petroleum Corp. That matter was completed in 2016.

(d) A&M is engaged as a financial advisor to Potential Party in Interest Legacy Reserves and its affiliates ("Legacy Reserves"). At this time, A&M's role at Legacy Reserves is limited to claims reconciliation and consulting services related to accounting processes. A&M has an understanding with the Debtors that A&M personnel will recuse themselves from any involvement in disputes or litigation that may arise between the Debtors and Legacy Reserves.

(e) Weatherford US LP and/or its affiliates ("Weatherford") are listed as vendors on the list of Potential Parties in Interest. A&M was engaged as a financial advisor to Weatherford in its recent Chapter 11 Case and continues to provide post-emergence services. The A&M team providing services to the Debtors will recuse itself on issues related to Weatherford's relationship with the Debtors.

(f) A&M has made certain personnel available to provide financial advisory services to Potential Party in Interest and utility provider Windstream and its affiliated debtors and debtors-in-possession ("Windstream") in connection with Windstream's Chapter 11 bankruptcy cases. A&M has an understanding with the Debtors that A&M personnel will recuse themselves from any involvement in disputes or litigation that may arise between the Debtors and Windstream.

(g) A&M has made certain personnel available to provide financial advisory services to Potential Party in Interest Pioneer Energy and its affiliated debtors and debtors-in-possession ("Pioneer") in connection with Pioneer's Chapter 11 bankruptcy cases. A&M has an

understanding with the Debtors that A&M personnel will recuse themselves from any involvement in disputes or litigation that may arise between the Debtors and Pioneer.

(h) JPMorgan Chase Bank, N.A. (“JPMC”) together with certain of its affiliates (collectively, “JPM”) and Wells Fargo Bank, National Association (“WFBNA”) together with certain of its affiliates (collectively, “Wells Fargo”) are Potential Parties in Interest. Under a credit facility (the “Credit Facility”) to A&M’s parent company Alvarez & Marsal Holdings, LLC (“A&M Holdings”): WFBNA is administrative agent, swingline lender and issuing lender, JPMC is a syndication agent and participating lender and Wells Fargo Securities, LLC and J.P. Morgan Securities LLC are joint lead arrangers and joint book runners. In addition to the receipt of interest in their capacity as a lender under the Credit Facility, Wells Fargo and JPM have received certain customary and negotiated fees and reimbursement of expenses in connection with their roles under the Credit Facility.

(i) Alvarez & Marsal Inc. (“A&M Inc.”), an entity controlled by Bryan Marsal and Antonio Alvarez II, is the majority owner of A&M Holdings. A&M Holdings is the sole owner of A&M. Messer’s Marsal and Alvarez comprise the Board of Managers of A&M Holdings and two of the Board of Managers of A&M. Messer’s Marsal and Alvarez, together with A&M Inc., indirectly control a significant interest in the general partner of A&M Capital which consists of various funds including A&M Capital Partners, LP (the “A&M Capital Funds”). Also, certain A&M employees have invested in limited partnership interests in the A&M Capital Funds and, indirectly, their general partners and, from time to time, A&M and/or its professional service provider affiliates provide services to A&M Capital. The investments of the A&M Capital Funds are private equity investments in companies (all of whom are unrelated to the Debtors and these chapter 11 cases).

(j) As set forth on Schedule B, Kirkland & Ellis LLP (“K&E”) currently represents A&M and/or its affiliates in matters unrelated to the Debtors and these chapter 11 cases. In addition to Kirkland & Ellis’s representations of certain A&M affiliates (including A&M Inc., A&M Capital and the A&M Capital Funds) certain partners or other persons or entities associated with K&E (“K&E Persons”) have invested in the A&M Capital Funds. Each K&E Person that has invested in the A&M Capital Funds holds less than one percent of the A&M Capital Funds.

6. Further, as part of its diverse practice, the Firm appears in numerous cases and proceedings and participates in transactions that involve many different professionals, including attorneys, accountants, and financial consultants, who represent claimants and parties-in-interest in the Debtors’ chapter 11 cases. Further, the Firm has performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and has been represented by several attorneys and law firms, some of whom may be involved in these proceedings. Based on our current knowledge of the professionals involved, and to the best of my

knowledge, none of these relationships create interests materially adverse to the Debtors in matters upon which A&M is to be employed, and none are in connection with these cases.

7. To the best of my knowledge, no employee of the Firm is a relative of, or has been connected with the United States Trustee in this district or its employees.

8. Accordingly, to the best of my knowledge, A&M is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, in that A&M: (a) is not a creditor, equity security holder, or insider of the Debtors; (b) was not, within two years before the date of filing of the Debtors’ chapter 11 petitions, a director, officer, or employee of the Debtors; and (c) does not have an interest materially adverse to the interest of the Debtors’ estates or of any class of creditors or equity security holders.

9. If any new material relevant facts or relationships are discovered or arise during the pendency of these chapter 11 cases, A&M will promptly file a supplemental declaration disclosing such new material facts or relationships.

Compensation

10. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, applicable United States Trustee guidelines, and the Bankruptcy Local Rules, A&M will seek from the Debtors payment for compensation on an hourly basis and reimbursement of actual and necessary expenses incurred by A&M. A&M’s customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application. These hourly rates are adjusted annually.

11. To the best of my knowledge, (a) no commitments have been made or received by A&M with respect to compensation or payment in connection with these cases other than in accordance with applicable provisions of the Bankruptcy Code and the Bankruptcy Rules, and (b) A&M has no agreement with any other entity to share with such entity any compensation received by A&M in connection with these chapter 11 cases.

[Remainder of page intentionally left blank]

12. By reason of the foregoing, I believe A&M is eligible for employment and retention by the Debtors pursuant to sections 327(a) (as modified by sections 1107(b)), 328, 330 and 331 of the Bankruptcy Code and the applicable Bankruptcy Rules and Bankruptcy Local Rules.

Dated: April 16, 2020

Respectfully submitted,

/s/ Marc Liebman

Marc Liebman
Managing Director of Alvarez & Marsal North
America, LLC

Schedule 1

List of Potential Parties in Interest

5% or More Equity Holders

Black Rock, Inc.
Dimensional Fund Advisors LP
FMR LLC
Hotchkis and Wiley Capital Management, LLC
State Street Corporation - SSGA Funds Management, Inc.
The Vanguard Group

Bank Lenders

ABN AMRO Capital USA LLC
Bank of America, N.A.
BOKF, NA d/b/a Bank of Oklahoma
Branch Banking and Trust Company
Canadian Imperial Bank of Commerce
Capital One, National Association
Citibank, N.A.
Comercia Bank
Compass Bank
Fifth Third Bank
ING Capital LLC
JPMorgan Chase Bank, N.A.
Keybank National Association
Merill Lynch Commodities, Inc.
Regions Bank
Royal Bank of Canada
Sumitomo Mitsui Banking Corporation
SunTrust Bank
The Bank of Nova Scotia
U.S. Bank National Association
Wells Fargo Bank, National Association

Bankruptcy Judges

David R. Jones
Marvin Isgur

Bankruptcy Professionals

Evercore Inc.
Jackson Walker LLP
Kirkland & Ellis, LLP
Moelis & Company
Opportune LLP
Paul, Weiss, Rifkind, Wharton & Garrison LLP
PJT Partners
Simpson Thatcher Bartlett
Stein Advisors, LLC
Stretto

Bondholders and Indenture Trustees

AllianceBernstein LP
Allianz Global Investors US LLC
BlackRock Investment Management
Capstone Investment Advisors LLC
Ensign Peak Advisors
Hudson Bay Capital Management LP
JP Morgan Asset Management
Loomis, Sayles & Company LP
Robeco Institutional Asset Management
The Bank of New York Mellon Trust Company, N.A.
Wellington Management Company LLP
Wells Fargo Securities

Contract Counterparties

BNN WESTERN, LLC
BP ENERGY COMPANY
MEADOWLARK MIDSTREAM COMPANY, LLC DBA BEAR TRACKER ENERGY, LLC
PLAINS PIPELINE, L.P.
QEP FIELD SERVICES, LLC
SHELL TRADING (US) COMPANY

TALLGRASS MIDSTREAM, LLC
TALLGRASS OPERATIONS, LLC
TARGA BADLANDS LLC DBA
SADDLE BUTTE PIPELINE, LLC
Trailblazer Pipeline Company
UNITED ENERGY TRADING, LLC

Debtor

Whiting Canadian Holding Company
ULC
Whiting Oil and Gas Corporation
Whiting Petroleum Corporation
Whiting Resources Corporation
Whiting US Holding Company

Director/Officers

Bradley J. Holly
Bruce R. DeBoer
Carin S. Knickel
Charles J. Rimer
Correne S. Loeffler
James E. Catlin
Jeffrey S. Stein
Lyne B. Andrich
Michael B. Walen
Michael G. Hutchinson
Michael J. Stevens
Philip E. Doty
Sirikka R. Lohofener
Thomas L. Aller
Timothy M. Sulser
William (Bill) N. Hahne

Government Agency

Bureau of Safety and Environmental
Enforcement (“BSEE”)
Colorado Department of Revenue
Comptroller of Public Accounts (TX)

Mississippi Department of Revenue
Mississippi State Oil & Gas Board
Montana Department of Revenue
North Dakota Tax Commissioner
Office of Natural Resources Revenue
(ONRR)
State of New Mexico Taxation &
Revenue Department
State of Wyoming Department of
Revenue & Taxation
Utah State Tax Commission
Weld County Oil and Gas Energy
Department
Weld County Treasurer

Insurance

Ace American Insurance Company
(Chubb)
Ascot Placement
Berkley Insurance Company
Endurance American Insurance Company
(Sampo)
Federal Insurance Company (Chubb)
Gotham Insurance Company
Great American Insurance Company
Ironshore Specialty Insurance Company
Liberty Mutual Fire Insurance Co.
(Liberty Mutual Group)
Old Republic Insurance Company
QBE International Markets
St Paul Fire & Marine Insurance Co.
(Travelers)
StarStone Specialty Insurance Company
Syndicate TRV 5000 at Lloyd's
The IMA Financial Group, Inc.
Twin City Fire Insurance Company
(Hartford)
U.S. Specialty Insurance Company

Underwriters at Lloyd's London &
Companies
Validus Specialty Insurance on behalf of
Lloyds syndicate 1183
XL Specialty Insurance Company
Zurich American Insurance Company

Interest Holder

CHESAPEAKE EXPLORATION LLC
DORCHESTER MINERALS
EQUINOR ENERGY LP
IRISH OIL & GAS
Jonah Energy Holdings LLC
LEGACY RESERVES OPERATING LP
LEGACY RESOURCES INC
NANTASKET PETROLEUM
CORPORATION
POLSON FAMILY MINERAL TRUST
ZAVANNA LLC

Known Affiliates - JV

Headlee Gas Plant Tax Partnership
Oklahoma Gas Tax Partnership
Raven Ridge Pipeline Company
Sakakawea Area Spill Response, LLC
Shaw Resources Limited, LLC
Sustainable Water Resources, LLC
Whiting Programs, Inc.
Whiting USA Trust II

Landlord

BCSP DENVER PROPERTY LLC

Litigation

Apache Louisiana Minerals LLC
Arlen A. Dean, et al.
Bepco, L.P.
Bruce Higgins

CapitalPlus Construction Services, LLC
Chad Chandler
Charles D. Wilkinson
EOG Resources, Inc.
Equinor Texas Onshore Properties, LLC
Garth L. Harmon
Izetta Hopkins
Jamex Marketing, LLC
Jesse Moore
Jolene Burr
Mark Bowen
Maynard Lund
Pioneer Drilling Services, LTD
Robert Finley
Ronald Rabbithead
The City of New Orleans
The Parish of Cameron
Wilbur D. Wilkinson
William A. Blackwell
Windsor Bakken, LLC
XTO Energy, Inc.

Ordinary Course Professionals

DELOITTE & TOUCHE LLP
KPMG US LLP

Significant Competitors

Abraxas
Bonanza Creek
Denbury
Gulfport Energy
Halcon Resources
Jones Energy
Newfield
Northern Oil & Gas Inc.
Oasis Petroleum

Triangle Petroleum Corporation

Significant Creditor

Bank of New York Mellon Trust (WHZ)

BLM-Wyoming

BUREAU OF INDIAN AFFAIRS

Chevron USA

CLAUDE HUTCHERSON FAMILY
LLC

Colorado OGCC

COLORADO STATE BOARD OF
LAND COMMISSIONERS

Computershare, Inc.

Enbridge Pipelines

HUTCHERSON FAMILY LIMITED
PARTNERSHIP

Industrial Commission of North Dakota

JPMORGAN CHASE BANK, N.A.

Michigan Dept. of Environmental Quality

Michigan Dept. of Natural Resources

North Dakota Oil and Gas Division

RAILROAD COMMISSION OF
TEXAS, OIL & GAS DIV.

RLI INSURANCE COMPANY

Southern Pipe Electric Power Association

State of Colorado

State of Mississippi

STATE OF MONTANA, OIL AND GAS
BOARD

State of New Mexico

State of New Mexico Public Lands

State of North Dakota

State of Oklahoma

STATE OF WYOMING, OIL & GAS
CONSERVATION COMM.

State of Wyoming, Trust Lands

Trailblazer Pipeline Company LLC

TX Railroad Commission

US/BLM

US/EPA

Weld County, CO

WY Office of State Lands

Top 30 Creditors

Atlas Oil Company

Baker Hughes

Black Hawk Energy Services Ltd

BNN Redtail, LLC

Chemoil Corporation

Chevron USA Inc

CS Welding, LLC

CTAP, LLC

Estvold Oilfield Services Inc

Halliburton Energy Services Inc

Jamex Marketing, LLC

Jmac Resources Inc

Key Energy Services LLC

McKenzie Energy Partners LLC

National Oilwell Varco LP

NexTier Completion Solutions, Inc.

Northern Oilfield Services, LLC

Perfx Wireline Services LLC

Pioneer Drilling Services Ltd

Polar Midstream

Purity Oilfield Services LLC

Rusco Operating LLC

Schlumberger Technology Corporation

Summit Midstream

Steel Energy Services, Ltd.

Sun Well Service Inc

Targa Resources Partners LP

The Bank of New York Mellon Trust
Company, N.A.

Triangle Electric Inc

WINDSTREAM CORP

XCEL ENERGY

US Trustee

Barbara Griffin

Christine March

Christy Simmons

Clarissa Waxton

Diane Livingstone

Glenn Otto

Gwen Smith

Hector Duran

Jacqueline Boykin

Linda Motton

Luci Johnson-Davis

Patricia Schmidt

Stephen Statham

Vendor

ACE IN THE HOLE CONSTRUCTION

ALLY CONSULTING LLC

ALLY EQUIPMENT LLC

ALTITUDE ENERGY PARTNERS LLC

ANDEAVOR FIELD SERVICES LLC

APEX REMINGTON PIPE & SUPPLY

ARCHROCK PARTNERS LP

ARTIS HRA 1700 BROADWAY LP

ATLAS OIL CO

AUTOMATION & ELECTRONICS INC

B.O.S. ROUSTABOUT & BACKHOE

BADLANDS CONSULTING LLC

BADLANDS POWER FUELS LLC

Baker Hughes

BAKERSFIELD PIPE & SUPPLY INC

BALANCED ENERGY OILFIELD

BENZ OIL CO INC

BIG ROY TRUCKING INC

BJ SERVICES LLC

BLACK HAWK ENERGY SERVICES LTD

BNN NORTH DAKOTA LLC

BNN Redtail, LLC

BOBS OILFIELD SERVICE INC

BOS SOLUTIONS INC

BRAUN TRUCKING INC

BRIDGER ENERGY LLC

BURLINGTON RESOURCES

CALIBER MIDSTREAM PARTNERS LP

CAMERON SURFACE SYSTEMS

CANARY PRODUCTION SVCS LLC

Utilities

BIG HORN RURAL ELECTRIC

DAKOTA CARRIER NETWORK

HIGH WEST ENERGY INC

LEA COUNTY ELECTRIC COOP INC

LOWER YELLOWSTONE RURAL

LYNTEGAR ELECTRIC COOP INC.

MCKENZIE ELECTRIC

COOPERATIVE

MORGAN COUNTY RURAL ELECTRIC

MOUNTRAIL-WILLIAMS ELECTRIC

POWDER RIVER ENERGY

ROUGH RIDER ELECTRIC COOP INC

SOUTHERN PINE ELECTRIC POWER

TXU ENERGY

VERIZON WIRELESS

CAPEX OILFIELD SERVICES INC
CAPITAL WELL SERVICES
CASEDHOLE SOLUTIONS
CHEMOIL CORP
CHEVRON USA INC
COIL TUBING PARTNERS LLC
COLDSTREAM ENERGY LLC
COLORADO DEPARTMENT OF
REVENUE
COLORADO TUBULARS COMPANY
COLTER ENERGY SERVICES USA
INC
CONTINENTAL RESOURCES INC
CORPAC STEEL PRODUCTS CORP
CREEDENCE ENERGY SERVICES
LLC
CRESTMARK BANK
CROWELL TRUCKING LLC
CRUZ ENERGY SERVICES LLC
CS WELDING LLC
CUSTOM CHEMICAL SOLUTIONS
LLC
CVH TRUCKING
CYPRESS ENERGY PARTNERS
DAKOTA DEADMAN AND ANCHOR
DAN FLADELANDS WELL SERV INC
DEAN R BAUSTE TRUCKING INC
DECCA CONSULTING INC
DNB ENERGY SERVICES
DNOW LP
DOUBLE EE SERVICE INC
E & M SERVICES LLC
EAGLE OILFIELD RENTALS LLC
EARLS ELECTRIC INC
EDI Q2 ALS LLC
ELEMENT FLEET
ELITE LIFT SOLUTIONS LLC

EMPIRE OIL COMPANY
EOG RESOURCES INC
EQUINOR ENERGY LP
ESTVOLD OILFIELD SERVICES INC
EVOLUTION MANAGEMENT INC
EXCEED OILFIELD EQUIPMENT INC
F & D OILFIELD MAINTENANCE INC
FLARE INDUSTRIES LLC
FOLLMAN CONSULTING
FRANZ CONSTRUCTION INC
FREEPORT-MCMORAN OIL & GAS
LLC
FRONTLINE CONSULTING LLC
G STYLE TRANSPORT LLC
GO WIRELINE LLC
GOODNIGHT MIDSTREAM
GRANITE PEAK ENERGY SERVICES
GST CASING INC
HALL TRUCKING INC
Halliburton Energy Services Inc
HEAT WAVES HOT OIL SERVICE
LLC
HEP HB 3903 LLC
HESS BAKKEN INVESTMENTS II
LLC
HESS SERVICES INC
HI-LINE TRUCKING INC
HIGH WEST ENERGY INC
HILAND CRUDE LLC
HOSS RENTALS INC
HUNT OIL COMPANY
IMA OF COLORADO INC
INTEGRITY FACTORING
ION FIELD SERVICES LLC
J & A SERVICES LLC
J CUSTOM ELECTRIC

JAMES OIL WELL SERVICE INC
JMAC RESOURCES INC
JP MORGAN CHASE BANK, N.A.
KEANE FRAC LP
KEY ENERGY SERVICES LLC
KLX ENERGY SERVICES LLC
KRH INC
LEGACY TOOL & RENTAL LLC
LEGEND ENERGY SERVICES LLC
LIQUID CAPITAL EXCHANGE INC
LOCHEND ENERGY SERVICES INC
LOCKEN OILFIELD SERVICE
LOWER YELLOWSTONE RURAL
(LYREC)
LUFKIN INDUSTRIES LLC
LUND OIL INC
M & E TRUCKING LLC
M-I LLC
MBI ENERGY LOGISTICS LLC
MBI ENERGY SERVICES
MCKENZIE ELECTRIC
COOPERATIVE (MEC)
MCKENZIE ENERGY PARTNERS LLC
MERITAIN HEALTH INC
MONTANA DEPT OF REVENUE
MOUNTRAIL-WILLIAMS ELECTRIC
MULTI-CHEM GROUP LLC
NALCO CHAMPION
NATIONAL OILWELL VARCO LP
ND ENERGY SERVICES
NESET CONSULTING SERVICE INC
NETJETS AVIATION INC
NEWFIELD PRODUCTION COMPANY
NINE POINT ENERGY LLC
NOBLE CASING INC
NOBLE ENERGY WYCO LLC

Norris Production Solutions
NORTH DAKOTA STATE
NORTH DAKOTA TAX
COMMISSIONER
NORTHERN OILFIELD SERVICES
LLC
NORTHERN STATES FISHING TOOL
NOVA ENERGY LLC
NOVA OILFIELD SERVICES INC
OASIS PETROLEUM NA LLC
OFFICE OF NATURAL RESOURCES
OIL STATES ENERGY SERVICES LLC
(OSES)
OUTLAW WELL SERVICE INC
PASON SYSTEMS USA CORP
PATRIOT WELL SOLUTIONS LLC
PATTERSON UTI DRILLING CO LP
PERFX WIRELINE SERVICES LLC
PETROLEUM EXPERIENCE INC
PILOT THOMAS LOGISTICS LLC
PIONEER DRILLING SERVICES LTD
PIONEER WELL SERVICES LLC
PLAINS PIPELINE LP
POLAR MIDSTREAM
POWER SERVICE INC
POWER SOLUTIONS LLC
PREMIER PIPE LLC
PURITY OILFIELD SERVICES LLC
QUESTOR SOLUTIONS &
TECHNOLOGY
RIMROCK OIL & GAS WILLISTON
RIVIERA FINANCE
RIVIERA FINANCE OF TEXAS INC
ROLFSON OIL LLC
ROSEMOUNT INC
ROUGH RIDER ELECTRIC COOP INC
SAVANNA WELL SERVICING CORP

SCHLEGEL TRUCKING LLC
SCHLUMBERGER TECHNOLOGY
Schlumberger Technology Corporation
SECURE ENERGY SERVICES USA
LLC
SENTRY CRANE SERVICES
SINCLAIR OIL & GAS CO
SIVALLS INC
SLAWSON EXPLORATION CO INC
STEFFES SOLUTIONS LLC
STICKMAN INC
SUN WELL SERVICE INC
SUND MANUFACTURING CO INC
SUPER HEATERS OF NORTH
DAKOTA
TALLGRASS MIDSTREAM LLC
TALLY CONSTRUCTION LLC
TARGA RESOURCES PARTNERS LP
TCI BUSINESS CAPITAL
THE BANK OF NEW YORK MELLON
TIGER WELL SERVICE LLP
TIM W OLSON CONSTRUCTION INC
TOTAL DIRECTIONAL SVCS LLC
TRENCHLINE ENERGY SERVICES
TRIANGLE ELECTRIC INC
TROTTER CONSTRUCTION INC
TRUENORTH STEEL
UNIT DRILLING COMPANY
UNITED VISION LOGISTICS
US WATER SERVICES
USA COMPRESSION PARTNERS LP
(USAC)
WEATHERFORD ARTIFICIAL LIFT
WEATHERFORD US LP
WELD COUNTY GOVERNMENT
WELLPRO INC

WESCO DISTRIBUTION INC
WEST DAKOTA WATER LLC
WEST RIVER PUMPS INC
WILDCAT TRUCKING LLC
WILLIAMS COUNTY ABSTRACT
WINN-MARION-BARBER LLC
WISCO INC
WOLLA TRUCKING LLC
YOUNGQUIST BROTHERS OIL &
GAS
YSTAAS ELECTRICAL SERVICE LLC
(aka - YES LLC)
ZAVANNA LLC

Schedule 2

Potential Connections or Related Parties

Whiting Petroleum Corporation

Current and Former Clients of A&M and/or its Affiliates¹

ABN AMRO Capital USA LLC
 Ace American Insurance Company (Chubb)
 AllianceBernstein LP
 Allianz Global Investors US LLC
 Baker Hughes
 Bakken HBT II LP
 Bank of America, N.A.
 Bank of New York Mellon Trust Company
 Bank of Nova Scotia
 BJ Services LLC
 Black Rock, Inc.
 BOKF, NA dba Bank of Oklahoma
 Bonanza Creek
 BP Energy Company
 Branch Banking & Trust Company
 Canadian Imperial Bank of Commerce
 Capitol One, National Association
 Chemoil Corp.
 Chesapeake Exploration LLC
 Chevron
 Citibank, N.A.
 Compass Bank
 Computershare, Inc.
 Continental Resources Inc.
 Crestmark Bank
 Deloitte & Touche LLP
 Denbury
 DNOW LP
 EOG Resources Inc.
 Equinor Texas Onshore Properties, LLC
 Evercore Inc.
 Federal Insurance Company
 Fifth Third Bank
 FMR LLC
 Freeport-McMoran Oil & Gas LLC
 Goodnight Midstream
 Halcon Resources

Halliburton Energy Services Inc.
 Hess Bakken Investments II LLC
 Hudson Bay Capital Management LP
 IMA Financial Group, Inc.
 ING Capital LLC
 Jonah Energy Holdings LLC
 Jones Energy
 JPMorgan Chase Bank, N.A.
 Keane Frac LP
 Key Energy Services LLC
 KLX Energy Services LLC
 KPMG US LLP
 Legacy Reserves Operating Co.
 Liberty Mutual Fire Insurance Co.
 Liquid Capital Exchange Inc.
 M-I LLC
 McKenzie Energy Partners LLC
 Mississippi State Oil & Gas Board
 Montana Department of Revenue
 Moelis & Company
 NALCO Champion
 National Oilwell Varco LP
 Newfield Production Company
 NextTier Completion Solutions, Inc.
 Noble Energy Wyco LLC
 Norris Production Solutions
 Old Republic Insurance Company
 Patterson UTI Drilling Co. LP
 Pioneer Drilling Services, Ltd.
 Plains Pipeline LP
 Premier Pipe LLC
 QBE International Markets
 QEP Field Services, LLC
 Regions Bank
 Riviera Finance
 RLI Insurance Company
 Royal Bank of Canada
 Schlumberger Technology Corporation
 Shell Trading (US) Company
 Slawson Exploration Co. Inc.
 St. Paul Fire & Marine Insurance (Travelers)
 State of Colorado
 State of Mississippi
 State of New Mexico
 State of Oklahoma
 State Street Corporation-SSGA Funds
 Management, Inc.

¹ A&M and/ or an affiliate is currently providing or has previously provided certain consulting or interim management services to these parties or their affiliates (or, with respect to those parties that are investment funds or trusts, to their portfolio or asset managers or their affiliates) in wholly unrelated matters.

Whiting Petroleum Corporation

Sumitomo Mitsui Banking Corporation
 Summit Midstream
 SunTrust Bank
 Targa Resources Partners LP
 TXU Energy
 Underwriters at Lloyd's London & Cos.
 U.S. Bank National Association
 U.S./EPA
 U.S. Specialty Insurance Company
 US Water Services
 USA Compression Partners LP
 Validus Specialty Insurance
 Vanguard Group
 Verizon Business
 Weatherford Artificial Lift
 Wells Fargo Bank, National Association
 Windstream
 Xcel Energy
 XL Specialty Insurance Company
 Zavanna LLC
 Zurich American Insurance Company

Significant Equity Holders of Current and Former A&M Clients²

ABN AMRO Capital USA LLC
 AllianceBernstein LP
 Allianz Global Investors US LLC
 Baker Hughes
 Bank of America, N.A.
 Bank of New York Mellon Trust Company
 Bank of Nova Scotia
 BP Energy Company
 Branch Banking & Trust Company
 Canadian Imperial Bank of Commerce
 Capstone Investment Advisors LLC
 Chevron
 Citibank, N.A.
 Computershare, Inc.
 Dimensional Fund Advisors LP
 Dorchester Minerals

² These parties or their affiliates (or, with respect to those parties that are investment funds or trusts, their portfolio or asset managers or other funds or trusts managed by such managers) are significant equity holders of clients or former clients of A&M or its affiliates in wholly unrelated matters.

Element Fleet
 Endurance American Insurance Company
 Equinor Texas Onshore Properties, LLC
 Evercore Inc.
 FMR LLC
 Fifth Third Bank
 Halliburton Energy Services Inc.
 Hotchkis & Wiley Capital Management
 Hudson Bay Capital Management LP
 ING Capital LLC
 JPMorgan Chase Bank, N.A.
 Keybank National Association
 Liberty Mutual Fire Insurance Co.
 Loomis, Sayles & Company LP
 Moelis & Company
 National Oilwell Varco LP
 Norris Production Solutions
 QBE International Markets
 Robeco Institutional Asset Management
 Royal Bank of Canada
 Schlumberger Technology Corporation
 Shell Trading (US) Company
 State Street Corporation-SSGA Funds Management, Inc.
 Sumitomo Mitsui Banking Corporation
 U.S. Bank National Association
 Vanguard Group
 Verizon Business
 Wellington Management Company LLP
 Wells Fargo Bank, National Association
 XL Specialty Insurance Company
 Zurich American Insurance Company

Creditors/Noteholders in A&M Engagements³

ABN AMRO Capital USA LLC

³ A&M is currently advising or has previously advised these parties or their affiliates (or, with respect to those parties that are investment funds or trusts, their portfolio or asset managers or other funds managed by such managers) as noteholders or creditors or various creditors' or noteholders' committees in which these parties or their affiliates were members or which represented the interests of these parties or their affiliates.

Whiting Petroleum Corporation

AllianceBernstein LP
Bank of America, N.A.
Bank of New York Mellon Trust Company
Bank of Nova Scotia
BJ Services LLC
Black Rock, Inc.
Canadian Imperial Bank of Commerce
Capitol One, National Association
Citibank, N.A.
Element Fleet Management
Fifth Third Bank
ING Capital LLC
JPMorgan Chase Bank, N.A.
Keybank National Association
Rimrock Oil & Gas Williston
Rosemount Inc.
Royal Bank of Canada
State Street Corporation-SSGA Funds
Management, Inc.
Sumitomo Mitsui Banking Corporation
SunTrust Bank
U.S. Bank National Association
Vanguard Group
Weatherford Artificial Lift
Wells Fargo Bank, National Association
Windstream Corp.
XTO Energy, Inc.

Professionals & Advisors⁴

Deloitte & Touche LLP
Evercore Inc.
Jackson Walker LLP
Kirkland & Ellis, LLP
KPMG US LLP
Moelis & Company
Opportune LLP
Paul Weiss Rifkind Wharton & Garrison
PJT Partners
Simpson Thatcher Bartlett

⁴ These professionals have represented clients in matters where A&M was also an advisor (or provided interim management services) to the same client. In certain cases, these professionals may have engaged A&M on behalf of such client.

Stein Advisors, LLC

Significant Joint Venture Partners⁵

Bank of America, N.A.
Chesapeake Exploration LLC
Citibank, N.A.
JPMorgan Chase Bank, N.A.
Shell Trading (US) Company
Sumitomo Mitsui Banking Corporation
Wells Fargo Bank, National Association

Board Members⁶

Hutchinson, Michael G.
Stein, Jeffrey S.

A&M Vendors⁷

Ace American Insurance Company (Chubb)
Bank of New York Mellon Trust Company
Berkley Insurance Company
Citibank, N.A.
Deloitte & Touche LLP
Endurance American Insurance Company
FMR LLC
ING Capital LLC
JPMorgan Chase Bank, N.A.
KPMG US LLP
Paul Weiss Rifkind Wharton & Garrison
Premier Pipe LLC
Royal Bank of Canada
St. Paul Fire & Marine Insurance (Travelers)
U.S. Bank National Association
Underwriters at Lloyd's London & Cos.
Validus Specialty Insurance

⁵ These parties or their affiliates are significant joint venture partners of other clients or former clients of A&M or its affiliates in wholly unrelated matters.

⁶ These parties or their affiliates are board members of other clients or former clients of A&M or their affiliates in wholly unrelated matters.

⁷ These parties or their affiliates provide or have provided products, goods and/or services (including but not limited to legal representation) to A&M and/or its affiliates

Whiting Petroleum Corporation

Verizon Business

Wells Fargo Bank, National Association

XL Specialty Insurance Company